

## ***EXHIBIT “A”***

### **Tennessee Code 34-6-109. Attorney in fact -- Powers**

***Tennessee Code > Title 34 > Chapter 6 > Part 1 > § 34-6-109. Attorney in fact — Powers***

Without diminution or restriction of the powers vested in the attorney at law, by law or elsewhere in the instrument, and subject to all other provisions of the instrument, the attorney in fact, without the necessity of procuring any judicial authorization, or approval, shall be vested with and in the application of the attorney in fact's best judgment and discretion on behalf of the principal shall be authorized to exercise the powers specifically enumerated in this section:

- (1)** Generally do, sign or perform in the principal's name, place and stead any act, deed, matter or thing whatsoever, that ought to be done, signed or performed, or that, in the opinion of the attorney in fact, ought to be done, signed or performed in and about the premises, of every nature and kind whatsoever, to all intents and purposes whatsoever, as fully and effectually as the principal could do if personally present and acting. The enumeration of specific powers hereunder shall not in any way limit the general powers conferred here;
- (2)** Receive from or disburse to any source whatever moneys through checking or savings or other accounts or otherwise, endorse, sign and issue checks, withdrawal receipts or any other instrument, and open or close any accounts in the principal's name alone or jointly with any other person;
- (3)** Buy, sell, lease, alter, maintain, pledge or in any way deal with real and personal property and sign each instrument necessary or advisable to complete any real or personal property transaction, including, but not limited to, deeds, deeds of trust, closing statements, options, notes and bills of sale;
- (4)** Make, sign and file each income, gift, property or any other tax return or declaration required by the United States or any state, county, municipality or other legally constituted authority;
- (5)** Acquire, maintain, cancel or in any manner deal with any policy of life, accident, disability, hospitalization, medical or casualty insurance, and prosecute each claim for benefits due under any policy;
- (6)** Provide for the support and protection of the principal, or of the principal's spouse, or of any minor child of the principal or of the principal's spouse dependent upon the principal, including, without limitation, provision for food, lodging, housing, medical services, recreation and travel;
- (7)** Have free and private access to any safe deposit box in the principal's individual name, alone or with others, in any bank, including authority to have it drilled, with full right to deposit and withdraw from the safe deposit box or to give full discharge for the safe deposit box;
- (8)** Receive and give receipt for any money or other obligation due or to become due to the principal from the United States, or any agency or subdivision of the United States, and to act as representative payee for any payment to which the principal may be entitled, and effect redemption of any bond or other security in which the United States, or any agency or subdivision of the United States, is the obligor or payor, and give full discharge therefor;
- (9)** Contract for or employ agents, accountants, advisors, attorneys and others for services in connection with the performance by the principal's attorney in fact of any powers in this section;
- (10)** Buy United States government bonds redeemable at par in payment of any United States estate taxes imposed at principal's death;

(11) Borrow money for any of the purposes described in this section, and secure the borrowings in the manner the principal's attorney in fact deems appropriate, and use any credit card held in the principal's name for any of the purposes described in this section;

(12) Establish, utilize, and terminate checking and savings accounts, money market accounts and agency accounts with financial institutions of all kinds, including securities brokers and corporate fiduciaries;

(13) Invest or reinvest each item of money or other property and lend money or property upon the terms and conditions and with the security the principal's attorney in fact may deem appropriate, or renew, extend, or modify loans, all in accordance with the fiduciary standards of § 35-3-117;

(14) Engage in and transact any and all lawful business of whatever nature or kind for the principal and in the principal's name, whether as partner, joint adventurer, stockholder, or in any other manner or form, and vote any stock or enter voting trusts;

(15) Pay dues to any club or organization to which the principal belongs, and make charitable contributions in fulfillment of any charitable pledge made by the principal;

(16) Transfer any property owned by the principal to any revocable trust created by the principal with provisions for the principal's care and support;

(17) Sue, defend or compromise suits and legal actions, and employ counsel in connection with the suits and legal actions, including the power to seek a declaratory judgment interpreting this power of attorney, or a mandatory injunction requiring compliance with the instructions of the principal's attorney in fact, or actual and punitive damages against any person failing or refusing to follow the instructions of the principal's attorney in fact;

(18) Reimburse the attorney in fact or others for all reasonable costs and expenses actually incurred and paid by that person on behalf of the principal;

(19) Create, contribute to, borrow from and otherwise deal with an employee benefit plan or individual retirement account for the principal's benefit, select any payment option under any employee benefit plan or individual retirement account in which the principal is a participant or change options the principal has selected, make "roll-overs" of plan benefits into other retirement plans, and apply for and receive payments and benefits;

(20) Execute other power of attorney forms on behalf of the principal that may be required by the internal revenue service, financial or brokerage institutions, or others, naming the attorney in fact under this section as attorney in fact for the principal on such additional forms;

(21) Request, receive and review any information, verbal or written, regarding the principal's personal affairs or the principal's physical or mental health, including legal, medical and hospital records, execute any releases or other documents that may be required in order to obtain that information, and disclose that information to persons, organizations, firms or corporations the principal's attorney in fact deems appropriate; and

(22) Make advance arrangements for the principal's funeral and burial, including the purchase of a burial plot and marker, if the principal has not already done so.

[Acts 1991, ch. 197, § 3.]